

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
DELPHI CORPORATION, et al., : Chapter 11
Debtors. : CASE NO. 05-44481 (RDD)
: (Jointly Administered)
: :
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CERTIFICATE OF COMPLIANCE WITH JOINT STIPULATION AND AGREED
ORDER IMPLEMENTING FINAL TRADING ORDER
IN RESPECT OF ACQUISITION AND SALE OF STOCK BY
FIDELITAS INVESTMENTS LTD.

("FIDELITAS TRADING ORDER CERTIFICATION")

Fidelitas Investments Ltd. ("Fidelitas") hereby certifies and confirms that it is in compliance with the joint Stipulation and Agreed Order Implementing Final Trading Order in Respect of Acquisition and Sale of Stock by Fidelitas Investments Ltd. (the "Fidelitas Trading Order") (Docket No. 4661). In support of this certification, and in compliance with the Fidelitas Trading Order, Fidelitas respectfully represents as follows:

1. On May 21, 2007, the Court entered the Fidelitas Trading Order to implement the Final Order Under 11 U.S.C. §§ 105, 362, And 541 And Fed. R. Bankr. P. 3001 (A) Establishing Notification Procedures Applicable To Substantial Holders Of Claims And Equity Securities And (B) Establishing Notification And Hearing Procedures For Trading In Claims And Equity Securities entered by this Court on January 6, 2006 (Docket No. 1780) (the "Final Trading Order"). The Fidelitas Trading Order addressed certain acquisitions/divestitures of Delphi common stock (the "Stock") by Fidelitas.

2. **The Noncompliant Purchase.** On June 5, 2007, Fidelitas sold 700,586 shares of Stock, and on June 14, 2007, Fidelitas sold an additional 184,626 shares of Stock; these share sales included all of the Stock acquired through the Noncompliant Purchase¹ (collectively and for ease of reference herein, the "Fidelitas Stock Disposition"). The Stock sold in the Fidelitas Stock Disposition was sold through a third-party broker to persons and/or entities unknown to Fidelitas. The Fidelitas Stock Disposition caused Fidelitas to hold fewer than 26,500,000 shares of Stock.

3. The price at which the first 700,586 shares of Stock were sold in the Fidelitas Stock Disposition was \$2.6836 per share, for a sale price of \$1,880,092. The price at which the 184,626 shares of Stock were sold in the Fidelitas Stock Disposition was \$2.7439 per share, for a sale price of \$506,595.28. The acquisition date for 735,212 shares was June 2, 2006; the basis for such 735,212 shares of Stock was \$1.8421. The acquisition date for 150,000 shares was June 5, 2006; the basis for such 150,000 shares of Stock was \$1.8350.

4. Fidelitas realized an Aggregate Gain (as defined in the Fidelitas Trading Order) from the Fidelitas Stock Disposition of \$561,482. As such, under the terms of the Fidelitas Trading Order, that amount will promptly be donated to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.


5. **The Prior Noncompliant Sale.** As described more fully in the Fidelitas Trading Order, on December 6, 2006, Fidelitas sold 650,000 shares of Stock. The price at which the 650,000 shares of Stock were sold was \$3.0089 per share, for a sale price of

¹ Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Fidelitas Trading Order.

\$1,955,785.00. The acquisition date for the 650,000 shares was June 5, 2006; the basis for such 650,000 shares of Stock was \$1.8350.

6. Fidelitas realized an Aggregate Gain from the Noncompliant Sale of \$714,528. As such, under the terms of the Fidelitas Trading Order, that amount will promptly be donated to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

I, Mikhail Gurfinkel, a director for the corporate affiliate of Fidelitas (Basic Element, Inc), after due inquiry do attest that the facts and representations set forth in this Fidelitas Trading Order Certification are true and correct to the best of my knowledge, information and belief.



Mikhail Gurfinkel

Director, Basic Element, Inc.